

BYLAWS  
OF  
COLORADO CYBERSCHOOL ASSOCIATION  
(A Colorado Nonprofit Corporation)

ARTICLE I  
OFFICE

1. Business Offices. The principal office of the Corporation in the State of Colorado shall be at such location as the Board of Directors shall determine. The Corporation may have such other offices, either within or without the State of Colorado, as the Board of Directors may determine from time to time.
2. Registered Office. The Corporation shall have and continuously maintain in the State of Colorado a registered office, and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with principle office in the State of Colorado. The registered agent and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II  
MEMBERS

1. Members. The Corporation shall have no Members as that term is used in the Colorado Nonprofit Corporation Act (the “Act”), and shall have no capital stock.

ARTICLE III  
BOARD OF DIRECTORS

1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all powers of a Board of Directors as set forth in the Act. Directors need not be residents of the State of Colorado.
2. Number and Eligibility. There shall be no less than three (3) and no more than thirty (30) Directors of the Corporation. Directors shall be selected

from a broad spectrum of the community. All Directors shall serve for a term of one (1) year. Members of the Board of Directors shall be recommended by the Nominating Committee, which shall be a standing committee of the Board of Directors, and approved by the Board of Directors. Members of the Board of Directors shall have equal voting privileges to consist of one vote each.

3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held upon notice each year in the month of January, and shall be called by the President, or if none, any Director. The Board of Directors may provide by resolution the time for the holding of additional regular meetings of the Board of Directors with notice to be given as set forth herein. All regular meetings of the Board of Directors shall be held at the principal office of the Corporation, unless by resolution of the Board of Directors another place for holding the meeting is established.
4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any Director. All special meetings of the Board of Directors shall be held at the principal office of the Corporation, unless by resolution of the Board of Directors another place for holding the meeting is established. Notice of any special meeting shall state the purpose(s) of the special meeting.
5. Notice of Meeting. Written notice via U.S. mail or electronic mail stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called (provided that other matters not described in such notice may also be discussed at such meeting), shall be delivered not less than ten (10) days before the date of the meeting, by or at the direction of the person or persons calling such meeting, to each Director. Such notice shall either be delivered in person, by regular mail, via U.S. mail or electronic mail. If mailed, the notice shall be deemed delivered when deposited in the United States mail, addressed to the Director at the Director's address as it appears on the books of the Corporation, with postage thereon prepaid. However if three successive communications to the last known address of any Director are returned as undeliverable, no further notices to such Director shall be necessary until another address for such Director is made known to the Corporation. Whenever any notice is required to be given under these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before

- or after the time stated therein for giving notice, shall be deemed equivalent to the giving of such notice. Unless otherwise expressly provided for herein, all notices shall be given as provided in the Act.
6. Quorum. A majority of the number of Directors present at a board meeting shall constitute a quorum for the transaction of business at such meeting of the Board of Directors. Any vacancy occurring in the position of a Director may be filled by the affirmative vote of the Members. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office.
  7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.
  8. Compensation. Directors shall not receive any compensation for their services as such.
  9. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all of the Directors.
  10. Meetings by Telephone. Members of the Board of Directors or any committee appointed by the Board of Directors may hold or participate in a meeting of the Board of Directors or such committee by means of conference telephone or similar communications equipment provided that all persons participating in such meeting can hear each other at the same time.

#### ARTICLE IV OFFICERS

1. Officers. The officers of the Corporation shall be a President, one or more Vice Presidents (if so determined by the Board of Directors), a Secretary and a Treasurer. All officers of the Corporation shall be members of the Board of Directors. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem necessary. Such officers shall have the authority and perform the duties prescribed, from

time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the Annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, election of officers shall be held as soon thereafter as is practical. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until such officer's successor shall have been duly elected and qualified.
3. Resignation and Removal. Any officer may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect on the date specified therein, and acceptance of the resignation is not necessary to render it effective. Any officer elected or appointed by the Board of Directors may be removed by a majority vote of the Directors.
4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by a majority vote of the Board of Directors for the unexpired portion of the term.
5. President. The president shall be the principal executive officer of the Corporation and shall be responsible for supervising and controlling all of the business and affairs of the Corporation at the direction of the Board of Directors. The President shall preside at all meetings of the Board of Directors. The president may sign contracts or other instruments which these Bylaws authorize him to sign, or which the Board of Directors has authorized to be executed, except in the cases where the signing and execution thereof is expressly delegated by the Board of Directors, these Bylaws or by statute to some other officer or agent of the Corporation. The president shall perform all duties incident to such office and such other duties as may be prescribed by the Board of Directors from time to time.
6. Vice President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President or (in the event there be more than one Vice President). Vice Presidents in the order of their election shall perform the duties of the president. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such

other duties as from time to time may be assigned by the Board of Directors.

7. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose, provide all notices of Director meetings in accordance with the provisions of these Bylaws or as required by law, and shall be responsible for all correspondence to and from the Corporation. The Secretary shall be custodian of the corporate records and seal of the Corporation, and shall have responsibility for affixing the seal of the Corporation to all documents which have been authorized to be executed on behalf of the Corporation and its seal. It shall be the Secretary's responsibility to maintain a register of current post office addresses of each Director. The Secretary shall perform all duties incident to such office and such other duties as from time to time may be assigned by the President or by the Board of Directors.
8. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation. The Treasurer shall receive and give receipts for moneys paid to the Corporation and deposit all such money in the name of the Corporation in such banks, or other depositories as directed by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall require. The Treasurer shall make disbursements only at the Direction of the Board of Directors. All disbursements shall be by check and all checks shall be signed by the Treasurer and one other member of the Board of Directors. The Treasurer shall provide a written report of the financial condition of the Corporation at each regular meeting of the Directors.
9. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the assistant Treasurers or Assistant Secretaries shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall require. The Assistant Treasures and Assistant Secretaries shall perform such duties as may be assigned to them by the President or the Board of Directors.

ARTICLE V  
COMMITTEES

1. Committees of Directors. The Board of Directors may designate and appoint one or more committees of the Board of Directors which shall have and exercise the authority of the Board of Directors as granted in the resolution appointing the committee. No such committee shall have the authority to amend, alter or repeal Bylaws: elect, appoint or remove any member of such committee or any Director or officer of the Corporation, or amend, alter or repeal any resolution of the Board of Directors. The appointment of any such committee and the delegation of authority thereto shall not relieve the Board of Directors, or any individual Director, of any responsibility imposed upon him by law. There shall be a standing committee of the Directors called the Nominating Committee, which shall recommend candidates to serve on the Board of Directors.
2. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Corporation and until the member's successor is appointed, unless the committee is sooner terminated, such member is removed from the committee, or the member ceases to qualify as a member.
3. Chairman. One member of each committee shall be appointed chairman by the Board of Directors or if not appointed by the Board of Directors by the members of the committee. The Chairman shall call, conduct and cause minutes to be prepared for each committee meeting.
4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the committee present at a duly authorized meeting shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
6. Rules. Each committee may adopt rules for its own government not inconsistent with the Articles of Incorporation, these Bylaws, any rules adopted by the Board of Directors, or the Act.

ARTICLE VI  
CORPORATE PURPOSE

1. Mission Statement. The mission of the organization is to cooperatively assist cyber schools as they provide a quality education to all Colorado students whose needs are served through on-line education.
2. Goals. The Corporation is noncommercial, nonsectarian and nonpartisan, and is organized exclusively for the charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The goal of the Corporation shall be to further its Mission Statement by soliciting donations from private citizens, businesses and foundations which shall be used to make grants to entities whose activities and mission are consistent with the Mission Statement of the Corporation shall be approved by the Board of Directors.
3. Prohibited Activities. Neither the name of the Corporation nor the names of any Director or officer in their official capacity with the Corporation, shall be used to endorse or promote a commercial concern, or in connection with any partisan interest or for any purpose not appropriately related to promotion of the goals of the organization. The Corporation shall not directly or indirectly participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office. The Corporation shall not devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its Directors. Officers or other private persons expect for reasonable compensation for services rendered and make payments and distributions in furtherance of the purpose of the Corporation.

## ARTICLE VII INDEMNIFICATION

1. Indemnification. The Corporation shall indemnify and provide advances of expenses to Directors of the Corporation to the extent expressly permitted or required by applicable Colorado statutes. The Corporation shall also indemnify and provide advances of expenses to officers, employees and agents of the Corporation who are not Directors at least to the same extent as it is permitted or required to do so for

Directors of the Corporation, and may indemnify and advance expenses to such officers, employees and agents to a greater extent if consistent with law.

2. Limitation. Notwithstanding any other provision of this Article VII, during any period that the Corporation is a “private foundation” within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended or any corresponding provision of any future United States tax law (the “Code”), the Corporation shall not indemnify any person against such expenses, judgment, fines, or amounts paid or necessarily incurred, nor shall the Corporation purchase or maintain such insurance, to the extent that any such indemnification, purchase, or maintenance would be determined to be an act of self-dealing within the meaning of Section 4941 of the Code, or to be otherwise prohibited under the Code, unless and to the extent (i) a court orders such indemnification, or (ii) the purchase or maintenance of such insurance can be treated as reasonable compensation to such person.

#### ARTICLE VIII

#### CONTRACTS, CHECKS, DEPOSITS, GIFTS AND PROXIES

1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.
2. Checks, Drafts. Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by either the President or a Vice President of the Corporation.
3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such Banks, or other depositories as directed by the Board of Directors.
4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for

any special purpose of the Corporation so long as consistent with the Articles of Incorporation and these Bylaws.

5. Proxies. Unless otherwise provided by resolution adopted by the Board of Directors, the President, may from time to time appoint one or more agents or attorneys in fact of the Corporation, in the name and behalf of the corporation, cast the votes which the Corporation may be entitled to cast as the holder of stock or other securities in any other corporation, association or other entity any of whose stock or other securities may be held by the Corporation. The President may instruct the person or persons so appointed as to the manner of casting such votes, and may execute or cause to be executed in the name and on behalf of the Corporation and under its corporate seal or otherwise all such written proxies or other instruments as he may deem necessary or proper.

#### ARTICLE IX PROHIBITION AGAINST SELF-DEALING

1. Prohibition Against Self Dealing. No part of the net earnings of the Corporation shall inure to the benefit of or to be distributable to its Directors, officers or other private persons. However, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article VI hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or influence legislation. The Corporation shall not participate in or intervene in any political campaign (including the publishing of any literature expressing support for a candidate for public office). Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

#### ARTICLE X DISTRIBUTION OF ASSETS IN THE EVENT OF DISSOLUTION

1. Distribution of Assets on Dissolution. Upon dissolution of the Corporation, the Directors shall, after paying or making provision for the

payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation to organizations which qualify as an exempt organization under Section 501(c) of the Internal Revenue Code of 1986 as amended. Any such assets not so disposed of shall be disposed of as directed by the District Court for the City and County of Denver for such purposes or to such organizations as the Court shall determine are consistent with mission statement of the Corporation.

ARTICLE XI  
BOOKS AND RECORDS

1. Books and Records. The Corporation shall keep correct and complete books and records of account, minutes of the proceedings of the Board of Directors and committees and a complete list of the names and addresses of the Board of Directors at its principal office. All books and records of the Corporation may be inspected by any officer or Director, or his agent or attorney.

ARTICLE XII  
CORPORATE SEAL

1. Corporate Seal. The Corporate seal shall be in such form as shall be approved by resolution of the Board of Directors, if one is determined to be necessary by the Board of Directors. The seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise. The impression of the seal may be made approved by resolution of the Board of Directors. The seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise. The impression of the seal may be made and attested by either the Secretary or an Assistant Secretary to authenticate contracts or other papers requiring the seal.

ARTICLE XIII  
AMENDMENTS TO BYLAWS

1. Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Members at any general meeting of

the Members or at any special meeting if at least thirty (30) days written notice is given of the intention to alter, amend or repeal or to adopt new Bylaws at such meeting. Such notice shall summarize the purposed changes to be made. The adoption of new Bylaws or the alteration, amendment or repeal of the Bylaws shall require an affirmative vote of two thirds of the Members present at a meeting at which a quorum is present.

ARTICLE XIV  
MISCELLANEOUS

1. Governing Law. These Bylaws shall be deemed to be made under and shall be construed in accordance with the laws of the State of Colorado.
  
2. Captions. All Article titles or captions contained in these Bylaws are for convenience only and shall not be deemed part of the context of these Bylaws.
  
3. Construction. All pronouns and any variations thereof shall be deemed to refer to the masculine, feminine, neuter, singular or plural as the identity of the person or persons may require.

Effective the 6<sup>th</sup> day of May, 2003

---

Secretary to the Board for

Colorado Cyberschools Association